

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM346211

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/01/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TRAVELOCITY, INC.		05/01/2015	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	TRAVELSCAPE, LLC		
Street Address:	333 108th Avenue NE		
City:	Bellevue		
State/Country:	WASHINGTON		
Postal Code:	98004		
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	3587029	DREAM MAPS	
Registration Number:	2156928	FAREFINDER	
Registration Number:	3004252	FAREWATCHER	
Registration Number:	3951256	FAREWATCHER PLUS	
Registration Number:	4497114	GO & SMELL THE ROSES	
Registration Number:	2711153	INTELLI-DECK	
Registration Number:	3832416	LET THE STARS BE YOUR GUIDE	
Registration Number:	2977274	LOCAL SECRETS, BIG FINDS	
Registration Number:	3146246		
Registration Number:	3864273	THE ROAMING GNOME	
Registration Number:	3701762		
Registration Number:	3447053	THE WINDOW SEAT	
Registration Number:	3832234	TOTALPRICE	
Registration Number:	3440790	TRAVEL FOR GOOD	
Registration Number:	2093791	TRAVEL UPDATE	
Registration Number:	2254700	TRAVELOCITY	
Registration Number:	2466132	TRAVELOCITY	
Registration Number:	3159355	TRAVELOCITY BUSINESS	

OP \$515.00 3587029

Property Type	Number	Word Mark
Registration Number:	2987848	TRAVELOCITY PARTNER NETWORK
Registration Number:	3152510	YOU'LL NEVER ROAM ALONE

CORRESPONDENCE DATA

Fax Number: 2127758800
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-775-8000
Email: alisnyansky@kilpatricktownsend.com
Correspondent Name: Jason M. Vogel
Address Line 1: 1114 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

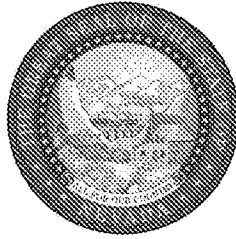
ATTORNEY DOCKET NUMBER:	94099-942003
NAME OF SUBMITTER:	Jason M. Vogel
SIGNATURE:	/Jason M. Vogel/
DATE SIGNED:	06/29/2015

Total Attachments: 7

- source=Articles of Merger of Travelocity Inc into Travelscape LLC - filed Nevada 5_1_15#page1.tif
- source=Articles of Merger of Travelocity Inc into Travelscape LLC - filed Nevada 5_1_15#page2.tif
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STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State



JEFFERY LANDERFELT
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

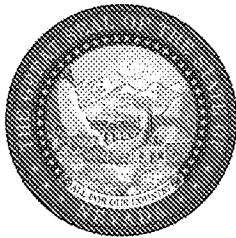
Certified Copy

May 1, 2015

Job Number: C20150501-0331
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20150200350-08	Merge In	6 Pages/1 Copies



Respectfully,

Handwritten signature of Barbara K. Cegavske in cursive.

BARBARA K. CEGAVSKE
Secretary of State

Certified By: Nita Hibshman
Certificate Number: C20150501-0331
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

TRADEMARK
REEL: 005564 FRAME: 0105



140105



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20150200350-08 Filing Date and Time 05/01/2015 8:30 AM Entity Number E0503382005-1
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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

TRAVELOCITY, INC.

Name of merging entity

Nevada

Jurisdiction

corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

TRAVELSCAPE, LLC

Name of surviving entity

Nevada

Jurisdiction

limited-liability company

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 1-5-15



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
 Revised: 1-5-15

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 (PURSUANT TO NRS 92A.200)
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(b) The plan was approved by the required consent of the owners of *:

TRAVELOCITY, INC.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

TRAVELSCAPE, LLC

Name of **surviving** entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



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Articles of Merger
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Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
 Revised: 1-5-15

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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: Time:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
 Revised: 1-5-15

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Articles of Merger
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Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

TRAVELOCITY, INC.

Name of merging entity

X *[Signature]*
 Signature

Vice President
 Title

May 1, 2015
 Date

Name of merging entity

X _____
 Signature

 Title

 Date

Name of merging entity

X _____
 Signature

 Title

 Date

Name of merging entity

X _____
 Signature

 Title

 Date

and,

TRAVELSCAPE, LLC

Name of surviving entity

X *[Signature]*
 Signature

Vice President
 Title

May 1, 2015
 Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
 Revised: 1-5-15